FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPR	ROVAL
OMB Number:	3235-0076
Expires: Estimated average	burden
hours per response	

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

Name of Offering: (check if this is an amendment and name has changed, and indicate change.)
Wentworth Energy, Inc. Offering of Common Stock
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA PROCESSI
1. Enter the information requested about the issuer
Name of the Issuer (check if this is an amendment and name has changed, and indicate change.)
Wentworth Energy, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) 115 West 7th Street, Suite 1415, Fort Worth, Texas 76102 Telephone Number (Including Art CIAL) (604) 536-6077
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) N/A
Brief Description of Business
Oil and gas exploration and development
SEP 2 5 2006 >>
Type of Business Organization Corporation Imited partnership, already formed Other please, specific mitted liability
business trust limited partnership, to be formed company compa
Month Year
Actual or Estimated Date of Incorporation or Organization: 10 2000 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada: FN for other foreign jurisdiction) Oklahoma

GENERAL INSTRUCTIONS

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Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sale of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if in Punzo, John	dividual)								
Business or Residence Address 16149 Morgan Creek Crescent		treet, City, State, Zip Code) BC, Canada							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in McDougall, Gordon C.	dividual)								
Business or Residence Address 14977 21 st Avenue, Surrey, BC		Street, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if in Ling, Francis K.	dividual)								
Business or Residence Address 6924 Stewart Road, Delta, BC,		treet, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in Michael S Studdard.	dividual)								
Business or Residence Address 5110 Anderson County Road 2		Street, City, State, Zip Code) Yexas 75803							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner				
Full Name (Last name first, if in Leonard, Daniel M.	dividual)								
Business or Residence Address 115 West 7 th Street, Suite 1400		street, City, State, Zip Code) exas 76102							
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in George D. Barnes	dividual)								
Business or Residence Address (Number and Street, City, State, Zip Code) 1006 Anderson County Road 2212, Palestine, Texas 75803									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if in Tom J. Temples	dividual)								
Business or Residence Address (Number and Street, City, State, Zip Code) 415 Hollenbeck Road, Irmo, South Carolina 29063									
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)									

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if Roger D. Williams	ndividual)				
Business or Residence Address 34956 Vintage Place, Roundh	(Street, City, State, Zip Code I	2)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Neil Lande	ndividual)				
Business or Residence Address 5814 Tanglewood Park, House		treet, City, State, Zip Code	e)		

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					B. I	NFORMA]	<u> FION ABO</u>	UT OFFER	RING				
1.	Has th	e issuer sol	d, or does t	he issuer int	end to sell,	to non-accre	edited inves	tors in this	offering?			Yes	No
	Answer also in Appendix, Column 2, if filing under ULOE.												
2.	2. What is the minimum investment that will be accepted from any individual?									\$ <u>1.00</u>			
										Yes	No		
3.									. 🛛				
4.	person list the	ission or sin to be listed a name of t	milar remu d is an asso he broker o	neration for ciated perso or dealer. If	solicitation n or agent of more than	of purchase of a broker o	ers in conne or dealer reg rsons to be	ction with s istered with	ales of secu the SEC an	rities in the d/or with a	ndirectly, any offering. If a state or states ch a broker or	a ,	
		(last name Financial	first, if indi , Inc.	vidual)									
				Number and a, Florida		, State, Zip	Code)						
Nan	ne of A	ssociated B	roker or De	ealer									· <u> </u>
Stat	es in W	hich Person	n Listed Ha	s Solicited o	or Intends to	Solicit Pur	chasers					<u> </u>	
	(Chao)	r "All State	s" or oback	individual	States)							☐ Al	1 States
r A	•											_	
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	Name Presto,		first, if indi	vidual)									
				Number and sbury, New		, State, Zip 702	Code)		.,			_	
Nan	ne of A	ssociated B	roker or De	ealer		· • • •,						<u></u>	
Stat	es in W	hich Person	n Listed Ha	s Solicited o	or Intends to	o Solicit Pur	chasers				 		
	(Checl	k "All State	s" or check	individual	States)					*****		ПА	ll States
ſΑ					-						[GA]		[ID]
[]	L]	[IN]	[IA]	[KS]	[KY]	[LA]	[<u>ME</u>]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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			first, if indi ussbaum, I										
				Number and w York, Nev		y, State, Zip	Code)						
Nan	ne of A	ssociated B	roker or De	ealer									
Stat	es in W	hich Person	n Listed Ha	s Solicited o	or Intends to	o Solicit Pur	chasers						
	(Chac	k "All State	s" or chaol	individual	States)								ll States
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	L]	[IN]	[AZ]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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(Use blank sheet, or copy and use additional copies of this sheet as necessary.)

person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (last name first, if individual) Cole Business Development, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Newport Center, 620 Newport Center Drive, Suite 1100, Newport Beach, California 92660 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... ☐ All States [CA] [CO] [CT] [DC] [HI] [ID] [AL] [AK] [AZ] [AR] [DE] [GA] [IL] [IN] [IA] [KS] [KY] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [LA] [MT] [NE] [NV] [NH] [NJ][NM] [NY][NC] [ND] [OK] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WI] [WI] [WY] [PR] Full Name (last name first, if individual) KM Ward Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 133 F. Avenue, Coronado, California 92118 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... ☐ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IN] [IL] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ][NM] NY [NC] [ND] [OK] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WI] [WI] [WY] [PR] Full Name (last name first, if individual) Marc Lederer Business or Residence Address (Number and Street, City, State, Zip Code) 31 Stevedore Lane, Levittown, New York 11756 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers ☐ All States (Check "All States" or check individual States)..... [AR] [CA] [CO] [HI] [AL] [AK] [AZ] [CT] [DE] [DC] [FL] [GA] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] $\mathbf{N}\mathbf{Y}$ [NC] [ND] [OK] [OK] [OR] [PA] [TN] [RI] [SC] [SD] [TX] [UT] [VT] [VA] [WA] [WI] [WI] [WY] [PR]

Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a

	C. OFFERING PRICE, NUMBER OF INVESTORS, EAPENSES AND USE O	FINUCEED	' O	
1.	Enter the aggregate offering price of securities in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amount of the securities offered for exchange and already exchanged.	A = :	•	Amount Al
	Type of Security	Aggrega Offering F		Amount Already Sold
	Debt	\$		\$
	Equity	\$		\$
	☐ Common ☐ Preferred	_		
	Convertible Securities (including warrants)	\$ 32,350,00	0.00_	\$32,350,000.00
	Partnership Interests	\$		\$
	Other (Specify: <u>limited liability company membership interests</u>)			\$
	Total			\$ 32,350,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		_	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amounts of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Noveka		A
		Numbe Investo		Aggregate Dollar Amount of Purchases
	Accredited Investors	6		\$ <u>32,350,000.00</u>
	Non-accredited Investors	0		\$0
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type o	f	Dollar Amount
		Securit	у	Sold
	Type of Offering			\$
	Rule 505			\$
	Regulation A			\$
	Rule 504.			\$
	Total			\$0.00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\boxtimes	\$ <u>1,000.00</u>
	Printing and Engraving Costs		\boxtimes	\$1,000.00
	Legal Fees		\boxtimes	\$400,000.00
	Accounting Fees		\boxtimes	\$10,000.00
	Engineering Fees		\boxtimes	\$10,000.00
	Sales Commissions (specify finders' fees separately)		\boxtimes	\$3,975,000.00
	Other Expenses (identify)			\$ <u>0.00</u>
	Total		\boxtimes	\$ <u>4,397,000.00</u>

	C. OFFERING PRICE	E, NUMBER OF INVENTORS, EXPENSES	AND US	SE O	F PR	OCEEDS		
5.	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to						\$	<u> 27,953,000,00</u>
3.	be used for each of the purposes shown an estimate and check the box to the must equal the adjusted gross proceeds 4.b above.	ish sted						
					Di	yments to Officers, rectors, & Affiliates		Payments To Other
	Salaries and fees			X.	\$	500,000	K.	\$ 500,000
	Purchase of real estate				\$	0		\$0
	Purchase, rental or leasing and installation	of machinery and equipment	•••••		\$	0		\$0
	Construction or leasing of plant building an	nd facilities			\$	0		s0
	may be used in exchange for the assets or se	e value of securities involved in this offering that ecurities of another issuer pursuant to a			\$	0		\$0
	9 7				\$	0		\$ <u>0</u>
	• •				\$	0		\$ 3,093,000
	Other (specify):				\$	0		\$0
					\$ \$	0 500,000	_	\$0 \$25,953,000
	Total Payments Listed (column totals added	d)	•••••			X \$26,45	3,000	.00
		D. FEDERAL SIGNATURE						
sign	ature constitutes an undertaking by the issue	ed by the undersigned duly authorized person. It is to furnish to the U.S. Securities and Exchange accredited investor pursuant to paragraph (b)(2) or	Commis	ssion	s filed , upon	l under Rule written requ	505, the state of	ne following its staff, the
Issu	er (Print or Type)	Signature	Da	ite				
We	ntworth Energy, Inc.		9	9/22	/06			
Naı	ne of Signer (Print or Type)	Title of Signer (Print or Type)						
J	hn Punzo	Chief Executive Officer						

____ ATTENTION____

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).